FORM PTO-1618A Expires 06/30/99 OMB 0651-0027

12-03-1999

U.S. Department of Commerce Patent and Trademark Office **TRADEMARK**

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	s: Please record the attached original document(s) or copy(ies).
Submission Type X New	Conveyance Type X Assignment License
Resubmission (Non-Recordation) Document ID # Correction of PTO Error Reel # Frame # Corrective Document Reel # Frame #	Security Agreement Nunc Pro Tunc Assignmer Effective Date Month Day Year Change of Name Other
Conveying Party Name LEVI STRAUSS & CO.	Mark if additional names of conveying parties attached Execution Date Month Day Year 08/31/1999
Formerly	
Individual General Partnership Other	
Individual General Partnership	zation Delaware
Individual General Partnership Other Citizenship/State of Incorporation/Organiz	
Individual General Partnership Other Citizenship/State of Incorporation/Organiz Receiving Party	Mark if additional names of receiving parties attached
Individual General Partnership Other Citizenship/State of Incorporation/Organiz Receiving Party Name DEREK ANDREW, INC.	Mark if additional names of receiving parties attached
Individual General Partnership Other Citizenship/State of Incorporation/Organiz Receiving Party Name DEREK ANDREW, INC. DBA/AKA/TA Composed of	Mark if additional names of receiving parties attached
Individual General Partnership Other Citizenship/State of Incorporation/Organiz Receiving Party Name DEREK ANDREW, INC. DBA/AKA/TA Composed of Address (line 1) 2001 Fourth Avenue	Mark if additional names of receiving parties attached
Individual General Partnership Other Citizenship/State of Incorporation/Organiz Receiving Party Name DEREK ANDREW, INC. DBA/AKA/TA Composed of	Mark if additional names of receiving parties attached Washington State/Country Limited Partnership Delaware Mark if additional names of receiving parties attached 98121 Zip Code If document to be recorded is an
Individual General Partnership Other Citizenship/State of Incorporation/Organiz Receiving Party Name DEREK ANDREW, INC. DBA/AKA/TA Composed of Address (line 1) 2001 Fourth Avenue Address (line 2) Address (line 3) Seattle	Mark if additional names of receiving parties attached Washington State/Country 98121 Zip Code

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Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

Mail documents to be recorded with required cover sheet(s) information to:

Commissioner of Patents and Trademarks, Box Assignments , Washington DEMARK

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Corresponde	ent Name and Address Area Code and	Telephone Number (415) 43	3-4150	
Name	VERONICA COLBY DEVITT			
Address (line 1)	LIMBACH & LIMBACH L.L.P.			
Address (line 2)	2001 Ferry Building			
Address (line 3)	San Francisco, California 941	11		
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Statement and Signature

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Fee Amount

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document. Charges to deposit account are authorized, as indicated herein.

Enter the total number of properties involved.

Fee Amount for Properties Listed (37 CFR 3.41):

Deposit Account Number:

Enclosed X

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Veronica Colby Devitt

Name of Person Signing

Vou-Colly Dank

Authorization to charge additional fees:

Deposit Account

November 15, 1999

No

Signatui

Date Signed

TRADEMARK REEL: 001994 FRAME: 0884

\$ 40.00

Yes

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TRADEMARK ASSIGNMENT

This TRADEMARK ASSIGNMENT (this "Assignment") is made as of the 31 day of August, 1999, by and between LEVI STRAUSS & CO. a Delaware corporation, with an address of 1155 Battery Street, San Francisco, CA 94111 ("Assignor") and DEREK ANDREW, INC. a Washington corporation with its principal place of business at 2001 Fourth Avenue, Seattle, WA 98121 ("Assignee").

WHEREAS by virtue of that certain Trademark Assignment dated October 10, 1997, Assignor is the assignee of the trademark RED LINE in connection with men's coats and trousers (the "Mark") and is the assignee of United States Trademark Registration No. 817,040 for the Mark (the "Registration"); and

<u>WHEREAS</u> Assignee wishes to obtain all rights obtained from Pincus Brothers, Inc., in the Mark and the Registration, along with the goodwill of the business symbolized thereby; and

<u>WHEREAS</u> Assignor wishes to assign to Assignee all such rights it obtained from Pincus Brothers, Inc., in the Mark and the Registration, and the goodwill symbolized thereby:

N () W, T H E R E F O R E, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Assignor hereby assigns and transfers to Assignee, all of Assignor's right, title and interest obtained from Pincus Brothers, Inc., in and to the Mark and the Registration, together with the goodwill of the business symbolized thereby.

ASSIGNOR:

LEVI STRAUSS &

Name. Joseph M. Maurer

VICE PRESIDENT & TREASURER

Title:

66192_1

TRADEMARK REEL: 001994 FRAME: 0885

CALIFORNIA ALL-PURPOSE ACKNOWLEDGMENT

State of California)
County ofSan Francisco	ss.
County of <u>San Francisco</u>	J
On <u>31 August 1999</u> , before me, <u>.</u>	Julie Dentkos-Hearn, Notary Public Name and Title of Officer (e.g., "Jane Doe, Notary Public")
personally appeared <u>Joseph M. Maure</u>	
	Name(s) of Signer(s)
	XXpersonally known to me proved to me on the basis of satisfactory evidence
	to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(iss), and that by his/her/their signature(s) on the instrument the person(s), or
J. DENTKOS-HEARN	the entity upon behalf of which the person
Commission # 1177009 Notary Public - California	acted, executed the instrument.
San Francisco County	MUTALEGO
My Comm. Expires Mar 21, 2002	WITNESS my hand and official seal.
	(L Kanttan Hearn
Place Notary Seal Above	Signature of Notary Public
Though the information below is not required by law	PTIONAL w, it may prove valuable to persons relying on the document and reattachment of this form to another document.
Description of Attached Document Title or Type of Document Trademark As	signment - RED LINE
Document Date: 31 August 1999	Number of Pages: 1
Signer(s) Other Than Named Above:	
Capacity(ies) Claimed by Signer	
Signer's Name:	RIGHT THUMBPRINT
Individual	OF SIGNER Top of thumb here
XXCorporate Officer — Title(s): <u>Vice Pre</u> Partner — Distribution General	stuent & Treasurer
Attorney in Fact	
Trustee	
Guardian or Conservator	
Other:	
Signer Is Representing: Levi Strauss &	Co.

RECORDED: 11/22/1999

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